



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2018
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

NAIC Group Code	00000	(Current Period)	,	00000	(Prior Period)	NAIC Company Code	52615	Employer's ID Number	46-0927995
Organized under the Laws of	Michigan					State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States								
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []				
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]				
	Other []				Is HMO Federally Qualified? Yes [] No [X]				
Incorporated/Organized	10/23/1997		Commenced Business		08/01/1998				
Statutory Home Office	853 W. Washington St.				Marquette, MI, US 49855				
	(Street and Number)				(City or Town, State, Country and Zip Code)				
Main Administrative Office	853 W. Washington St.		Marquette, MI, US 49855		906-225-7500				
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)				
Mail Address	853 W. Washington St.		Marquette, MI, US 49855						
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)						
Primary Location of Books and Records	853 W. Washington St.		Marquette, MI, US 49855		906-225-7500				
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)				
Internet Web Site Address	uphp.com								
Statutory Statement Contact	Leslie Ellen Luke				906-225-7500				
	(Name)				(Area Code) (Telephone Number) (Extension)				
	lluke@uphp.com				906-225-8687				
	(E-Mail Address)				(FAX Number)				

OFFICERS

Name	Title	Name	Title
Melissa Ann Homquist	President	Leslie Ellen Luke	Treasurer
Johanna Marie Novak	Secretary	Melanie Lyn Bicio #	Chief Operating Officer

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

Michelle Marie Tavernier	David Barry Jahn	John Joseph Schon	Donald Michael Pawelski
Robert Conrad Deese		Robert Vincent Vairo	Scott Frederick Pillion
Brian Robert Sinotte			

State ofMichigan.....
County ofMarquette.....
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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Melissa Ann Homquist President	Leslie Ellen Luke Treasurer	Johanna Marie Novak Secretary
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		

Subscribed and sworn to before me this
12th day of November, 2018

Tanya M. Jennings, Director of Human Resources
October 11, 2019

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	21,654,786		21,654,786	19,198,351
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	11,788,258		11,788,258	12,047,264
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 12,857,779), cash equivalents (\$ 20,075,576) and short-term investments (\$ 12,358,901)	45,292,256		45,292,256	51,377,462
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities	7,696		7,696	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	78,742,996	0	78,742,996	82,623,077
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	201,339		201,339	155,200
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,207,134		3,207,134	10,026,054
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$ 3,622,138) and contracts subject to redetermination (\$)	3,622,138		3,622,138	775,000
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	74,152		74,152	408,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	393,772	33,138	360,634	360,800
21. Furniture and equipment, including health care delivery assets (\$)	564,759	564,759	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ (5,992)) and other amounts receivable	2,058,895	2,064,887	(5,992)	116,364
25. Aggregate write-ins for other-than-invested assets	687,573	687,573	0	7,763
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	89,552,758	3,350,357	86,202,401	94,472,258
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	89,552,758	3,350,357	86,202,401	94,472,258
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepays	642,481	642,481	0	0
2502. Vehicles	36,140	36,140	0	0
2503. Other Receivables	8,952	8,952	0	7,763
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	687,573	687,573	0	7,763

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$338,381 reinsurance ceded).....	27,392,267		27,392,267	35,719,043
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	275,162		275,162	223,000
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	3,448		3,448	0
9. General expenses due or accrued	2,322,966		2,322,966	2,081,390
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	151,205		151,205	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	5,696,850		5,696,850	1,297,000
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	35,841,898	0	35,841,898	39,320,433
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	4,252,910
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	3,427,727	3,582,870
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	46,932,776	47,316,045
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	50,360,503	55,151,825
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	86,202,401	94,472,258
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501. ACA Tax.....	XXX	XXX		4,252,910
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	4,252,910
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	444,040	442,949	588,689
2. Net premium income (including \$ non-health premium income).....	XXX	188,931,642	220,853,512	292,623,162
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	3,398,051	65,080	86,094
7. Aggregate write-ins for other non-health revenues	XXX	0	(577)	89,354
8. Total revenues (Lines 2 to 7)	XXX	192,329,693	220,918,015	292,798,610
Hospital and Medical:				
9. Hospital/medical benefits		122,032,498	152,764,001	197,553,922
10. Other professional services		15,934,695	15,850,995	21,433,118
11. Outside referrals		0	0	0
12. Emergency room and out-of-area		1,664,172	6,033,369	8,662,754
13. Prescription drugs		30,274,549	26,577,308	36,225,684
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	169,905,914	201,225,673	263,875,478
Less:				
17. Net reinsurance recoveries			0	338,381
18. Total hospital and medical (Lines 16 minus 17)	0	169,905,914	201,225,673	263,537,097
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,996,863 cost containment expenses.....		3,931,020	2,832,309	1,626,829
21. General administrative expenses.....		14,115,362	9,823,790	16,517,675
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	187,952,296	213,881,772	281,681,601
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,377,397	7,036,243	11,117,009
25. Net investment income earned		636,463	322,339	842,950
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	636,463	322,339	842,950
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	5,013,860	7,358,582	11,959,959
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	5,013,860	7,358,582	11,959,959
DETAILS OF WRITE-INS				
0601. Miscellaneous Revenues.....	XXX	3,398,051	65,080	86,094
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	3,398,051	65,080	86,094
0701. Gain/Loss on Asset Disposal.....	XXX		(577)	(577)
0702.	XXX		0	89,931
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	(577)	89,354
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	55,151,825	44,684,997	44,684,997
34. Net income or (loss) from Line 32	5,013,860	7,358,582	11,959,959
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(25,018)	(1,530,191)	(1,493,131)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in	(155,143)	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	(9,625,021)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(4,791,322)	5,828,391	10,466,828
49. Capital and surplus end of reporting period (Line 33 plus 48)	50,360,503	50,513,388	55,151,825
DETAILS OF WRITE-INS			
4701. Distribution of Equity.....	(7,500,000)	0	0
4702. Repurchase of ownership equity.....	(2,125,021)	0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(9,625,021)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	192,906,872	233,498,129	292,268,236
2. Net investment income	614,740	319,103	1,196,151
3. Miscellaneous income	3,398,051	64,503	175,448
4. Total (Lines 1 to 3)	196,919,663	233,881,735	293,639,835
5. Benefit and loss related payments	178,232,690	198,209,153	262,539,306
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	13,018,946	12,553,749	17,517,441
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	191,251,636	210,762,902	280,056,747
11. Net cash from operations (Line 4 minus Line 10)	5,668,027	23,118,833	13,583,088
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	5,182,000	4,903,000	5,403,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	75,576	0	0
12.7 Miscellaneous proceeds	280,999	260,578	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,538,575	5,163,578	5,403,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	7,662,848	10,311,620	11,568,740
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	21,993	24,250	9,281
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	83,272	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	7,768,113	10,335,870	11,578,021
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,229,538)	(5,172,292)	(6,175,021)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	(155,143)	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(9,368,552)	(1,450,940)	(1,567,343)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(9,523,695)	(1,450,940)	(1,567,343)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(6,085,206)	16,495,601	5,840,724
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	51,377,462	45,536,738	45,536,738
19.2 End of period (Line 18 plus Line 19.1)	45,292,256	62,032,339	51,377,462

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	48,579	.0	.0	.0	.0	.0	.0	4,577	44,002	.0
2. First Quarter	49,527	.0	.0	.0	.0	.0	.0	4,940	44,587	.0
3. Second Quarter	49,315	.0	.0	.0	.0	.0	.0	5,055	44,260	.0
4. Third Quarter	48,956							4,873	44,083	
5. Current Year	0									
6. Current Year Member Months	444,040							44,648	399,392	
Total Member Ambulatory Encounters for Period:										
7. Physician	256,386							39,136	217,250	
8. Non-Physician	225,386							41,866	183,520	
9. Total	481,772	0	0	0	0	0	0	81,002	400,770	0
10. Hospital Patient Days Incurred	15,441							4,233	11,208	
11. Number of Inpatient Admissions	3,848							910	2,938	
12. Health Premiums Written (a).....	189,309,074							76,727,498	112,581,576	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	189,309,074							76,727,498	112,581,576	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	174,799,600							83,525,330	91,274,270	
18. Amount Incurred for Provision of Health Care Services	170,283,347							77,039,781	93,243,566	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 44,418,966

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	5,866,847	77,620,533	6,262,721	11,549,581	12,129,568	11,311,000
7. Title XIX - Medicaid	10,012,646	80,922,142	1,144,707	8,435,259	11,157,353	24,408,044
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	15,879,493	158,542,675	7,407,428	19,984,840	23,286,921	35,719,044
10. Health care receivables (a)				(2,058,895)	0	1,751,628
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	15,879,493	158,542,675	7,407,428	22,043,735	23,286,921	33,967,416

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies and Going Concern

A) Accounting Practices

The accompanying statutory financial statements of Upper Peninsula Health Plan, LLC (the “Company”) have been prepared in conformity with accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (“DIFS”). DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, which include accounting practices and procedures adopted by the National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures Manual (“NAIC SAP”).

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan is shown below:

		SSAP#	F/S Page	F/S Line	2018	2017
NET INCOME						
(1)	Upper Peninsula Health Plan, LLC state basis (Page 4, Line 32, Columns 2 & 3)				\$ 5,013,860	\$ 11,959,959
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:	N/A				
(201)	e.g., Depreciation of fixed assets					
(299)	Total	N/A				
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:	N/A				
(301)	e.g., Depreciation, home office property					
(399)	Total	N/A				
(4)	NAIC SAP (1-2-3 = 4)				\$ 5,013,860	\$ 11,959,959
SURPLUS						
(5)	Upper Peninsula Health Plan, LLC state Basis (Page 3, Line 33, Columns 3 & 4)				\$ 50,360,503	\$ 55,151,825
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:	N/A				
(601)	e.g., Goodwill, net; Fixed Assets, net					
(699)	Total	N/A				
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:	N/A				
(701)	e.g., Home office property					
(799)	Total	N/A				
(8)	NAIC SAP (5-6-7 = 8)				\$ 50,360,503	\$ 55,151,825

B) Use of Estimates in the Preparation of the Financial Statements

No material change.

C) Accounting Policy

(6) Loan-backed securities – NONE

D) Going Concern - NONE

Note 2 - Accounting Changes and Corrections of Errors

Beginning with the second quarter ending June 30, 2018, all pass through revenues and expenses will be reported net as a reduction of general expenses rather than reporting the revenue under net premium revenue and the expenses under medical expenses.

Note 3 - Business Combinations and Goodwill

No material change.

Note 4 - Discontinued Operations

No material change.

Note 5 - Investments

- A. Mortgage Loans – NONE
- B. Debt Restructuring – NONE
- C. Reverse Mortgages – NONE
- D. Loan-Backed Securities – NONE
- E. Repurchase Agreements and/or Securities Lending Transactions – NONE
 - (3)b. Collateral - NONE
- F. Repurchase Agreements Transactions Accounted for as Secured Borrowing - NONE
- G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing – NONE

NOTES TO FINANCIAL STATEMENTS

- H. Repurchase Agreements Transactions Accounted for as a Sale – NONE
- I. Reverse Repurchase Agreements Transactions Accounted for as a Sale - NONE
- J. Real Estate – NONE
- K. Low-Income Housing Tax Credits – NONE
- L. Restricted Assets – No material change.
- M. Working Capital Finance Investments – NONE
- N. Offsetting and Netting of Assets and Liabilities – NONE
- O. Structured Notes – NONE
- P. 5* Securities – NONE
- Q. Short Sales – NONE
- R. Prepayment Penalty and Acceleration Fees - NONE

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

No material change.

Note 7 – Investment Income

No material change.

Note 8 - Derivative Instruments

No material change

Note 9 - Income Taxes

No material change.

Note 10-Information Concerning Parent, Subsidiaries, and Affiliates

No material change

Note 11-Debt

- A. NONE
- B. FHLB (Federal Home Loan Bank) Agreements: Not Applicable

Note 12-Retirement Plans, Deferred Compensation, Postemployment Benefits & Compensated Absences, and other Postretirement Benefit Plans

A.(4) Defined Benefit Plan Net Periodic Benefit Cost: Not Applicable

Note 13-Capital, Surplus, Shareholder’s Dividend Restrictions and Quasi-Reorganizations

No material change.

Note 14-Contingencies

No material change.

Note 15-Leases

No material change.

Note 16-Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

No material change.

Note 17-Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

- A. Transfers of Receivables Reported as Sales: NONE

NOTES TO FINANCIAL STATEMENTS

- B. Transfer and Servicing of Financial Assets: NONE
- C. Wash Sales: NONE

Note 18-Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

- A. The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows at the end of the 3rd quarter of 2018.

		ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a.	Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 344,691	\$ -	\$ 344,691
b.	(including interest paid to or received from plans)	\$ -	\$ -	\$ -
c.	Net gain or (loss) from operations	\$ 344,691	\$ -	\$ 344,691
d.	Total claims payment volume	\$ 26,820,219	\$ -	\$ 26,820,219

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No material change.

Note 20 – Fair Value Measurements

In general, the Level 1 fair values are established from quoted (unadjusted) market prices in active markets for identical assets and liabilities that the Company has the ability to access.

- A. Fair Value at Reporting Date
 - 1. Fair Value Measurements at Reporting Date - NONE
 - 2. Fair Value Measurements in Level 3 – NONE
 - 3. The Company’s policy for determining transfers between levels are recognized and determined at the end of the reporting period.
 - 4. As of September 30, 2018, the reported fair value of the reporting entity’s investments in Level 3, NAIC designated 6, residential mortgage-backed securities was \$0.
 - 5. Derivative assets and liabilities - NONE
- B. Fair value information disclosed under SSAP No. 100 combined with fair value information under other accounting pronouncements – NONE
- C. Aggregate Fair Value of all Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable Carrying Value
Bonds	\$ 21,654,785	\$ 21,698,669	\$ 19,198,669	\$ 2,500,000		\$ -
Short Term Investments	\$ 12,358,901	\$ 12,347,778	\$ 12,347,778			
Total	\$ 34,013,686	\$ 34,046,447	\$ 31,546,447	\$ 2,500,000	\$ -	\$ -

- D. Not practicable to estimate fair value - None

Note 21 – Other Items

- A. On July 23, 2018 the Company’s UCP, LifePoint Health, Inc. entered into a definitive agreement to merge with RCCH HealthCare Partners. Upon completion of the transaction, which is expected to be completed during the fourth quarter, the combined company will be privately held under the LifePoint Health name.

On August 20, 2018 the Company repurchased 80% of Dickinson Memorial Hospital’s ownership equity for \$2,280,164 which reduced the Company’s retained earnings. The repurchased portion was distributed amongst the remaining 12 organizations based on their ownership percentages.

NOTES TO FINANCIAL STATEMENTS

Note 22-Events Subsequent

Type 1 – Recognized subsequent events – Not Applicable
Type 2 – No material change

Note 23-Reinsurance

No material change.

Note 24-Retrospectively Rated Contracts & Contracts Subject to Redetermination

E. Risk Sharing Provisions of the Affordable Care Act: NONE

Note 25-Change in Incurred Claims and Claim Adjustment Expense

A. Reserves as of December 31, 2017 were \$35,719,043 for unpaid claims and \$223,000 for unpaid claims adjustment expenses. As of September 30, 2018, \$15,879,493 has been paid for incurred claims and attributable to insured events of prior years. Payments made for pass through and withholds related to prior year claims are \$9,427,087 and \$49,286 respectively. Claims expense reserves remaining for prior years are now \$7,407,428 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$2,955,749 during 2018 for the year ended December 31, 2017. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

B. No material change.

Note 26-Intercompany Pooling Arrangements

No material change.

Note 27-Structured Settlement

No material change.

Note 28-Health Care Receivables

As of September 30, 2018 the identified pharmacy rebates recorded as healthcare receivables are \$2,064,887.

A. Pharmaceutical Rebate Receivables					
Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
9/30/2018	2,064,887	0	0	1,562,030	987,027
6/30/2018	3,061,739	0	0	0	0
3/31/2018	1,835,264	0	0	1,725,214	0
12/31/2017	1,635,264	0	0	817,633	0
9/30/2017	1,660,904	0	0	1,276,103	98,106
6/30/2017	1,420,745	0	0	675,751	0
3/31/2017	858,068	0	0	0	1,061,451
12/31/2016	0	0	0	0	1,380,457
9/30/2016	0	0	0	0	92,296

B. Risk Sharing Receivables – No material change.

Note 29-Participating Policies

No material change.

Note 30-Premium Deficiency Reserves

No material change.

Note 31-Anticipated Salvage and Subrogation

No material change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐

If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
On August 20, 2018 Dickinson Memorial Hospital sold 80% of its membership equity which was distributed to the remaining 12 owner organizations based on their membership percentages
- 3.4

Is the reporting entity publicly traded or a member of a publicly traded group?

Yes ☐ No ☒
- 3.5

If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2017
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2014
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/06/2016
- 6.4

By what department or departments?
Michigan Department of Insurance and Financial Services
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
16.2	Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
16.3	Total payable for securities lending reported on the liability page	\$.....0

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
Wells Fargo Institutional Trust Services.....	101 W. Washington Street, Marquette, MI 49855.....

17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. [“...that have access to the investment accounts”; “...handle securities”]

1	2
Name of Firm or Individual	Affiliation
Melissa Holmquist, CEO.....	I.....

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) manage more than 10% of the reporting entity's assets? Yes [] No [X]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [] No [X]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of “A” (affiliated) or “U” (unaffiliated), provide the information for the table below.

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [X] No []

18.2 If no, list exceptions:
.....

19. By self-designating 5*GI securities, the reporting entity is certifying the following elements for each self-designated 5*GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

Has the reporting entity self-designated 5*GI securities?..... Yes [] No [X]

GENERAL INTERROGATORIES
PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

91.0 %

1.2 A&H cost containment percent

1.1 %

1.3 A&H expense percent excluding cost containment expenses

7.5 %

2.1 Do you act as a custodian for health savings accounts?

Yes ☐ No ☒

2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$

2.3 Do you act as an administrator for health savings accounts?

Yes ☐ No ☒

2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

3.

Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states?

Yes ☐ No ☒

3.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity?

Yes ☐ No ☒

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

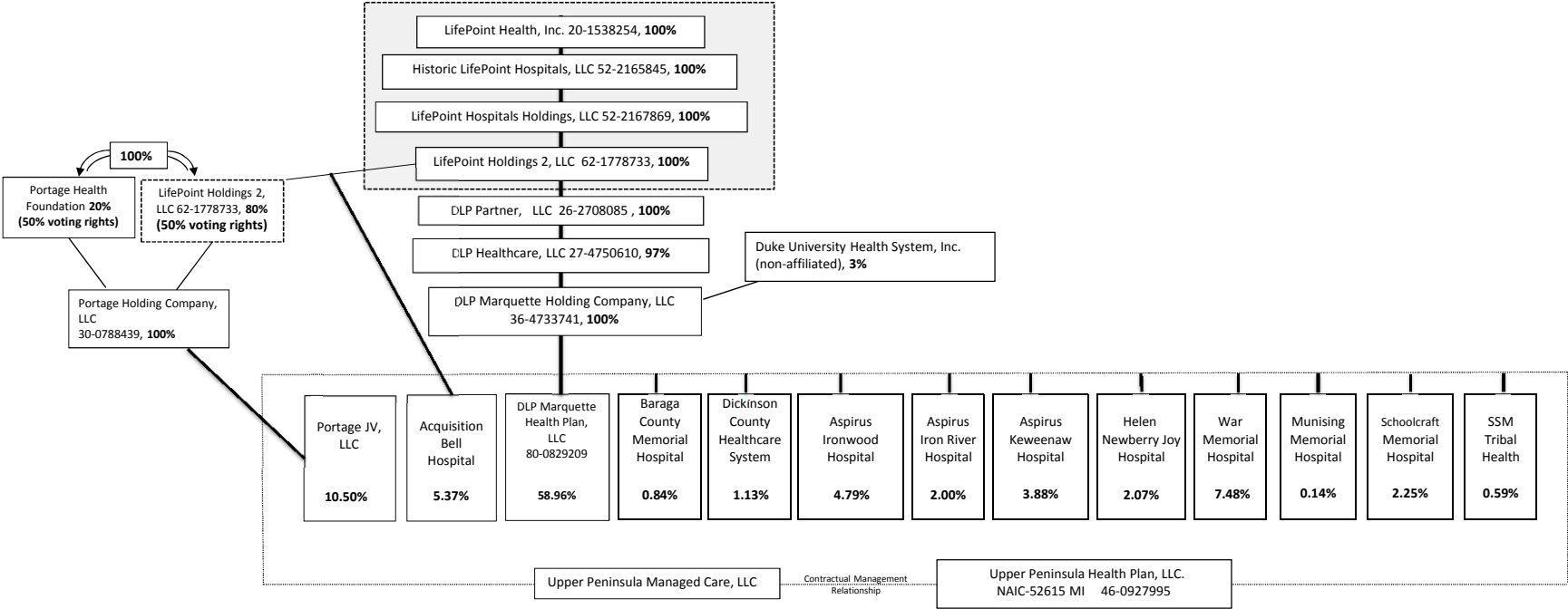
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1 Active Status (a)	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	76,727,498	112,581,576				189,309,074		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	76,727,498	112,581,576	0	0	0	189,309,074	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	XXX	0	76,727,498	112,581,576	0	0	0	189,309,074	0	0
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(a) Active Status Counts

L – Licensed or Chartered – Licensed insurance carrier or domiciled RRG1 R – Registered – Non-domiciled RRGs0
E – Eligible – Reporting entities eligible or approved to write surplus lines in the state0 Q – Qualified – Qualified or accredited reinsurer0
N – None of the above – Not allowed to write business in the state56

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
00000		00000	20-1538254				LifePoint Health, Inc.	DE	UIP			0.0	LifePoint Health, Inc.		0
00000		00000	52-2165845				Historic LifePoint Hospitals, LLC	DE	UIP	LifePoint Health, Inc.	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	52-2167869				LifePoint Hospitals Holdings, LLC	DE	UIP	Historic LifePoint Hospitals, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	62-1778733				LifePoint Holdings 2, LLC	DE	UIP	LifePoint Hospitals Holdings, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	46-0927995				Acquisition Bell Hospital	MI	UIP	LifePoint Holdings 2, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	30-0788439				Portage Holding Company, LLC	MI	UIP	Portage Health Foundation	Ownership	20.0	LifePoint Health, Inc.		0
00000		00000	30-0788439				Portage Holding Company, LLC	MI	UIP	LifePoint Holdings 2, LLC	Ownership	80.0	LifePoint Health, Inc.		0
00000		00000	46-0927995				Portage JV, LLC	MI	UIP	Portage Holding Company, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	26-2708085				DLP Partner, LLC	TN	UIP	LifePoint Holdings 2, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	27-4750610				DLP Healthcare, LLC	TN	UIP	Duke University Health System, Inc.	Ownership	3.0	LifePoint Health, Inc.		0
00000		00000	27-4750610				DLP Healthcare, LLC	TN	UIP	DLP Partner, LLC	Ownership	97.0	LifePoint Health, Inc.		0
00000		00000	36-4733741				DLP Marquette Holding Company, LLC	TN	UIP	DLP Healthcare, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	80-0829209				DLP Marquette Health Plan, LLC	TN	UDP	DLP Marquette Holding Company, LLC	Ownership	100.0	LifePoint Health, Inc.		1
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Baraga Memorial Hospital	Ownership	0.8	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Acquisition Bell Hospital, LLC	Ownership	5.4	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Dickinson Healthcare System	Ownership	1.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Ironwood Hospital	Ownership	4.8	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Iron River	Ownership	2.0	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Keweenaw Hospital	Ownership	3.9	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Helen Newberry Joy Hospital	Ownership	2.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	DLP Marquette Health Plan, LLC	Ownership	58.9	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Munising Memorial Hospital	Ownership	0.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Portage JV, LLC	Ownership	10.5	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Schoolcraft Memorial Hospital	Ownership	2.3	LifePoint Health, Inc.		0

16.1

16.1

16.1

16.1

16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. Business not written.

Bar Code:

1.



52615201836500003

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	12,047,264	12,392,213
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition	21,993	9,281
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other-than-temporary impairment recognized .....		.0
8. Deduct current year's depreciation	280,999	354,230
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	11,788,258	12,047,264
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	11,788,258	12,047,264

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	19,198,351	13,073,047
2. Cost of bonds and stocks acquired	7,662,847	11,568,740
3. Accrual of discount	4,211	.0
4. Unrealized valuation increase (decrease) .....	.0	.0
5. Total gain (loss) on disposals .....	.0	.0
6. Deduct consideration for bonds and stocks disposed of	5,182,000	5,403,000
7. Deduct amortization of premium	28,623	40,436
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other-than-temporary impairment recognized .....		.0
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	21,654,786	19,198,351
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	21,654,786	19,198,351

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	31,064,566	1,995,620	1,546,000	(497)	29,056,678	31,064,566	31,513,689	27,743,957
2. NAIC 2 (a).....	2,500,000	0	0	0	2,000,000	2,500,000	2,500,000	2,250,000
3. NAIC 3 (a).....	0	0	0	0	0	0	0	0
4. NAIC 4 (a).....	0	0	0	0	0	0	0	0
5. NAIC 5 (a).....	0	0	0	0	0	0	0	0
6. NAIC 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	33,564,566	1,995,620	1,546,000	(497)	31,056,678	33,564,566	34,013,689	29,993,957
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	33,564,566	1,995,620	1,546,000	(497)	31,056,678	33,564,566	34,013,689	29,993,957

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$12,358,901 ; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	12,358,901	XXX	12,347,778	51,912	22,944

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	10,795,607	9,483,397
2. Cost of short-term investments acquired	12,895,394	12,603,189
3. Accrual of discount	14,928	.0
4. Unrealized valuation increase (decrease).....	.0	.0
5. Total gain (loss) on disposals .....	.0	.0
6. Deduct consideration received on disposals	11,327,000	11,206,000
7. Deduct amortization of premium.....	20,028	84,979
8. Total foreign exchange change in book/adjusted carrying value.....		.0
9. Deduct current year's other-than-temporary impairment recognized.....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	12,358,901	10,795,607
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	12,358,901	10,795,607

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E – PART 2 – VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	20,000,000	0
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....	75,576	0
6. Deduct consideration received on disposals		0
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	20,075,576	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	20,075,576	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

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